

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM636103

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Grounds Guys SPV LLC		03/25/2021	Limited Liability Company:
RECEIVING PARTY DATA			
Name:	CITIBANK, N.A		
Street Address:	388 Greenwich Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10013		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	4154466	THE GROUNDS GUYS	
Registration Number:	3855031	THE GROUNDS GUYS	
Registration Number:	4122266	THE GROUNDS GUYS	
Registration Number:	3932623	THE GROUNDS GUYS	
CORRESPONDENCE DATA			
Fax Number:	3366077500		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	336-607-7513		
Email:	mjarrell@kilpatricktownsend.com		
Correspondent Name:	Michelle Jarrell, Paralegal		
Address Line 1:	Kilpatrick Townsend & Stockton LLP		
Address Line 2:	1001 West Fourth Street		
Address Line 4:	Winston-Salem, NORTH CAROLINA 27101		
ATTORNEY DOCKET NUMBER:	1232560		
NAME OF SUBMITTER:	Tiffani D. Otey		
SIGNATURE:	/Tiffani D. Otey/		
DATE SIGNED:	04/01/2021		
Total Attachments: 5			

OP \$115.00 4154466

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NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

This NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (the "Notice") is made and entered into as of March 25, 2021, by The Grounds Guys SPV LLC, a Delaware limited liability company located at 1010 N University Parks Dr., Waco, TX 76707 ("Grantor"), in favor of CITIBANK, N.A., a national banking association ("Citibank"), as trustee, located at 388 Greenwich Street, New York, New York 10013 ("Trustee").

WHEREAS, Grantor is the owner of the United States trademarks, registrations and applications set forth in Schedule 1 attached hereto (collectively, the "Trademarks") and the goodwill connected with the use of or symbolized by such Trademarks; and

WHEREAS, pursuant to the Guarantee and Collateral Agreement, dated as of March 25, 2021, made by Neighborly SPV Guarantor LLC, Neighborly Assetco LLC, Aire Serv SPV LLC, Mr. Electric SPV LLC, The Grounds Guys SPV LLC, Rainbow International SPV LLC, Glass Doctor SPV LLC, Mr. Appliance SPV LLC, Mr. Rooter SPV LLC, Molly Maid SPV LLC, Mr. Handyman SPV, LLC, Five Star Painting SPV LLC, Window Genie SPV LLC, Real Property Management SPV LLC, Mosquito Joe SPV LLC, HouseMaster SPV LLC, Dryer Vent Wizard SPV LLC, ShelfGenie SPV LLC, Precision Door SPV LLC, ProTradeNet SPV LLC, Back Office SPV LLC and G-O Manufacturing SPV LLC, each a Delaware limited liability company, each as a Guarantor, in favor of the Trustee (as amended, supplemented or otherwise modified from time to time, the "Guarantee and Collateral Agreement"), to secure the Obligations, Grantor has granted to the Trustee for the benefit of the Secured Parties, a security interest in Grantor's right, title and interest in, to and under certain intellectual property of Grantor, including the Trademarks and the goodwill connected with the use of or symbolized by the Trademarks, and the right to bring an action at law or in equity for any infringement, misappropriation, dilution or other violation thereof, and to collect all damages, settlements and proceeds relating thereto, and, to the extent not otherwise included, all payments, proceeds, supporting obligations and accrued and future rights to payment with respect to the foregoing (collectively the "Trademark Collateral"); and

WHEREAS, pursuant to Section 8.25(c) of the Base Indenture, dated as of March 25, 2021, by and among Neighborly Issuer LLC, a Delaware limited liability company, and Citibank, as Trustee and as Securities Intermediary (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Indenture") and Section 3.5(b) of the Guarantee and Collateral Agreement, Grantor agreed to execute and deliver to the Trustee this Notice for purposes of filing the same with the United States Patent and Trademark Office ("USPTO") to confirm, evidence and perfect the security interest in the Trademark Collateral granted under the Guarantee and Collateral Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to all applicable terms and conditions of the Indenture (as defined below) and the Guarantee and Collateral Agreement, which are incorporated by reference as if fully set forth herein, to secure the Obligations, Grantor hereby

grants to the Trustee, for the benefit of the Secured Parties, a security interest in Grantor's right, title and interest in, to and under the Trademark Collateral, to the extent now owned or at any time hereafter acquired by Grantor.

Capitalized terms used in this Notice (including the preamble and the recitals hereto), and not defined in this Notice, shall have the meanings assigned to such terms in Annex A attached to the Indenture.

1. The parties intend that this Notice is for recordation (and, if applicable, perfection) purposes. The terms of this Notice shall not modify the applicable terms and conditions of the Indenture or the Guarantee and Collateral Agreement, which govern the Trustee's interest in the Trademark Collateral and which shall control in the event of any conflict. Grantor hereby acknowledges the sufficiency and completeness of this Notice to create a security interest in the Trademark Collateral in favor of the Trustee for the benefit of the Secured Parties, and Grantor hereby requests the USPTO to file and record this Notice together with the annexed Schedule 1.

2. Grantor and Trustee hereby acknowledge and agree that the grant of security interest in, to and under the Trademark Collateral made hereby may be terminated only in accordance with the terms of the Indenture and the Guarantee and Collateral Agreement and shall terminate automatically upon the termination of the Indenture or the Guarantee and Collateral Agreement.


3. THIS NOTICE SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES (OTHER THAN SECTIONS 5-1401 AND 5-1402 OF THE GENERAL OBLIGATIONS LAW OF THE STATE OF NEW YORK).

4. This Notice may be executed by the parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute one and the same agreement.

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IN WITNESS WHEREOF, the undersigned has caused this NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS to be duly executed by its duly authorized officer as of the date and year first written above.

THE GROUNDS GUYS SPV LLC, as
Grantor

By: 

Name: Jon Shell
Title: Treasurer

Schedule 1
Trademarks

Country	Mark	Status/ Filing Basis	Serial No. Filing Date	Reg. No. Reg. Date	Owner	Class/Description	Action
United States of America	THE GROUNDS GUYS	Registered	77828101 Sep 16, 2009	4154466 Jun 5, 2012	The Grounds Guys LLC	37 Snow removal services. 39 Junk, trash and debris removal. 44 Tree care services; landscape design; landscape gardening; horticultural services; namely, installing sod and lawn and vegetation fertilization and treatment.	Sec 8/9 Renewal Deadline Jun 5, 2022
United States of America	THE GROUNDS GUYS	Registered	77980208 Sep 16, 2009	3855031 Sep 28, 2010	The Grounds Guys LLC	35 Franchise services; namely, offering business management assistance in the establishment and operation of grounds care companies. 44 Lawn care; lawn mowing and trimming services.	Sec 8/9 Renewal Deadline Sep 28, 2030
United States of America	THE GROUNDS GUYS (and design) 	Registered	77928030 Feb 4, 2010	4122266 Apr 3, 2012	The Grounds Guys LLC	37 Snow removal services. 39 Junk, trash and debris removal. 44 Tree care services; landscape design; landscape gardening; horticultural services; namely, installing sod and lawn and vegetation fertilization and treatment.	Sec 8/9 Renewal Deadline Apr 3, 2022
United States of America	THE GROUNDS GUYS (and design) 	Registered	77981170 Feb 4, 2010	3932623 Mar 15, 2011	The Grounds Guys LLC	35 Franchise services; namely, offering business management assistance in the establishment and operation of grounds care companies. 44 Lawn care; lawn mowing and trimming services.	Sec 8/9 Renewal Deadline Mar 15, 2021

TRADEMARK